



Signed and Filed: November 8, 2019

DENNIS MONTALI
U.S. Bankruptcy Judge

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☒ Affects Pacific Gas and Electric
Company
☐ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11
(Lead Case)
(Jointly Administered)

**ORDER PURSUANT TO 11 U.S.C § 365(a), FED.
R. BANKR. P. 6006, AND B.L.R. 6006-1
APPROVING ASSUMPTION OF CERTAIN
REAL PROPERTY LEASES**

1 Upon the Motion, dated October 22, 2019 (the “**Motion**”),¹ of PG&E Corporation (“**PG&E**
2 **Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession
3 (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11**
4 **Cases**”), pursuant to section 365(a) of title 11 of the United States Code (the “**Bankruptcy Code**”),
5 Rule 6006 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 6006-
6 1 of the Bankruptcy Local Rules for the United States District Court for the Northern District of
7 California (the “**Bankruptcy Local Rules**”), for an order approving the Utility’s assumption of the
8 Real Property Leases with the Lessors identified in **Exhibit B** to the Motion, all as more fully set
9 forth in the Motion; and this Court having jurisdiction to consider the Motion and the relief
10 requested therein pursuant to 28 U.S.C. §§ 157 and 1334, *Order Referring Bankruptcy Cases and*
11 *Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.), and Bankruptcy Local Rule
12 5011-1(a); and consideration of the Motion and the requested relief being a core proceeding pursuant
13 to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and
14 1409; and the Court having found and determined that notice of the Motion as provided to the parties
15 listed therein is reasonable and sufficient, and it appearing that no other or further notice need be
16 provided; and this Court having reviewed the Motion, the Wells Declaration (as amended on
17 February 2, 2019 [Docket No. 263]), the Williams Declaration; and this Court having determined
18 that the legal and factual bases set forth in the Motion establish just cause for the relief granted
19 herein; and it appearing that the relief requested in the Motion reflects the sound business judgment
20 of the Utility and is in the best interests of the Utility, its estate, creditors, shareholders, and all
21 parties in interest; and upon the record of the hearing and all of the proceedings had before this Court
22 and after due deliberation and sufficient cause appearing therefor,

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26 ¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such
27 terms in the Motion.
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1 **IT IS HEREBY ORDERED THAT:**

2 1. The Motion is granted as provided herein.

3 2. Pursuant to section 365 of the Bankruptcy Code, the Utility's assumption of the Real
4 Property Leases in **Schedule 1** annexed to this Order is hereby approved, effective as of the date of
5 entry of this Order.

6 3. Assumption of the Real Property Leases shall be effective notwithstanding a dispute
7 over the proposed Cure Payment or payment to remove a Lien. The Utility is authorized to and shall
8 (i) promptly pay any Cure Payments as soon as practicable after assumption of the Real Property
9 Leases, and (ii) remove any Liens on the Leased Properties (including, if necessary, by payments to
10 the holders of Liens as authorized by the Lien Order). Any disputed Cure Payment or payment to
11 remove a Lien must be paid promptly after the earlier of the date (a) on which the Utility and the
12 applicable Lessor agree to such amounts and (b) specified in a final and non-appealable order
13 entered by this Court determining such amounts.

14 4. Following the payment of the Cure Payment and the removal of the Liens, the non-
15 debtor parties to the Real Property Leases shall be forever barred, estopped, and permanently
16 enjoined from asserting against the Utility, its successors or assigns, or its property, any default
17 existing under the Real Property Leases as of the date hereof.

18 5. Nothing in the Motion or this Order, nor as a result of any payment made pursuant to
19 this Order, shall impair, prejudice, waive or otherwise affect the rights of the Utility and its estate to
20 subsequently assign any of the Real Property Leases pursuant to, and in accordance with, the
21 requirements of section 365 of the Bankruptcy Code.

22 6. The Utility is authorized to execute, deliver, implement, and fully perform any and all
23 obligations, instruments, and documents, and to take any and all actions reasonably necessary or
24 appropriate to perform under the Real Property Leases.

25 7. The Utility is authorized to take all steps necessary or appropriate to carry out this
26 Order.

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8. This Court retains exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

**** END OF ORDER ****